

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X)	
In re:)	Chapter 11
)	
LEHMAN BROTHERS SPECIAL FINANCING INC.)	Case No. 08-13555 (JMP)
)	
)	
Debtor.)	(Jointly Administered)
-----X)	

**NOTICE OF PARTIAL TRANSFER OF CLAIM
PURSUANT TO FRBP RULE 3001(e)(2)**

1. TO: **KEYBANK NATIONAL ASSOCIATION** ("Transferor")
Mailcode: OH-01-27-0200
127 Public Square, 2nd Floor
Cleveland, Ohio 44114-1306
Attn: Richard S. Hawrylak
Tel: 216-689-4111
Fax: 216-689-5681
Email: Richard_S_Hawrylak@KeyBank.com

2. Please take notice that the transfer in the amount of \$91,469,534.00, of your claim against **LEHMAN BROTHERS SPECIAL FINANCING INC.** Case No. 08-13888 (JMP) arising from and relating to Claim No. 538 (attached in Exhibit A hereto), has been transferred to:

GOLDMAN SACHS LENDING PARTNERS LLC ("Transferee")
c/o Goldman, Sachs & Co.
30 Hudson Street, 36th Floor
Jersey City, NJ 07302
Fax: 212-428-1243
Contact: Andrew Caditz
Phone: 212-357-6240
Email: Andrew.Caditz@gs.com

An evidence of transfer of claim is attached hereto as Exhibit B. All distributions and notices regarding the transferred portion of the claim should be sent to the Transferee at the instructions attached in Exhibit C.

3. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST:**

-- **FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

United States Bankruptcy Court
Southern District of New York
Attn: Clerk of Court
Alexander Hamilton Custom House
One Bowling Green
New York, NY 10004-1408

-- **SEND A COPY OF YOUR OBJECTION TO THE TRANSFEREE.**

-- Refer to **INTERNAL CONTROL NO.** _____ in your objection and any further correspondence related to this transfer.

4. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEREE WILL BE SUBSTITUTED FOR THE TRANSFEROR ON OUR RECORDS AS A CLAIMANT IN THIS PROCEEDING.**

CLERK

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2005.

INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ____ Transferee ____ Debtor's Attorney ____

Deputy Clerk

EXHIBIT A
PROOF OF CLAIM

FILED / RECEIVED**UNITED STATES BANKRUPTCY COURT** Southern District of New York**PROOF OF CLAIM**
NOV 6 2008Name of Debtor:
Lehman Brothers Special Financing, Inc.Case Number:
08-13886

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. Administrative expense may be filed pursuant to 11 U.S.C. § 503.

EPIC BANKRUPTCY SOLUTIONS, LLCName of Creditor (the person or other entity to whom the debtor owes money or property):
KeyBank National Association☐ Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

**Squire, Sanders & Dempsey L.L.P. c/o Andrew Simon and Stephen Lerner
221 E. Fourth St., Suite 2900; Cincinnati, OH 45202**Court Claim Number: _____
(If known)Telephone number:
(513) 361-1226

Filed on: _____

Name and address where payment should be sent (if different from above):

**KeyBank National Association; Attn: Richard Hawrylak
Mailcode: OH-01-27-0200; 127 Public Square; Cleveland, OH 44114-1306**☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.Telephone number:
(216) 689-4111☐ Check this box if you are the debtor or trustee in this case.1. Amount of Claim as of Date Case Filed: \$ 91,469,534.00

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☐ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

2. Basis for Claim: See attached Addendum
(See instruction #2 on reverse side.)☐ Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)☐ Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☒ Other
Describe: Setoff as described in attached Addendum☐ Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Value of Property: \$ _____ Annual Interest Rate: _____ %

☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ Basis for perfection: _____

☐ Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____

☐ Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents, invoices, itemized statements of running account. You may also attach a summary. Attach redacted copy of a security interest. You may also attach a summary.

Filed: USBC - Southern District of New York
Lehman Brothers Holdings Inc., Et Al.
08-13555 (JMP) 0000000538

DO NOT SEND ORIGINAL DOCUMENTS. ATTACH SCANNING.



If the documents are not available, please explain:

Amount entitled to priority:

\$ _____

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

Date:
11/06/2008

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

FOR COURT USE ONLY

/s/Stephen D. Lerner

EXHIBIT B

EVIDENCE OF TRANSFER OF CLAIM

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, KeyBank National Association ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Goldman Sachs Lending Partner LLC ("Assignee"), all of Assignor's right, title, interest, claims¹ and causes of action in and to, or arising under or in connection with KeyBank National Association's claims set forth in Proof of Claim Number 538 in an amount of not less than \$91,469,534.00 (the "Claim"), against Lehman Brothers Special Financing, Inc. (the "Debtor"), the debtor-in-possession in Case No. 08-13888 (jointly administered under Case No. 08-13555) (the "Case") under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all other proofs of claim filed by Assignor with the Bankruptcy Court in respect of the Assigned Claim.

Assignor hereby waives any objection to the transfer of its ownership interest in and to the Claim assigned to Assignee (the "Assigned Claim") on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, this Evidence of Transfer of Claim is executed on June 22, 2009.

KEYBANK NATIONAL ASSOCIATION

By: 

Name of person signing: Jonathan Shulman

Title of person signing: Senior Vice President

GOLDMAN SACHS LENDING PARTNERS LLC

By: 

Name of person signing: _____

Title: Manager

¹ As that term is defined in 11 USC § 101(5).

EXHIBIT C

Address for Notices:

Goldman Sachs Lending Partners LLC
30 Hudson Street, 36th Floor
Jersey City, NJ 07302
Fax: 646-769-7700
Group Email: ficc-lstops-ny@gs.com

Financials, Amendments, Credit Documentation, Voting:
Primary Email : gsd.link@gs.com
30 Hudson Street, 36th Floor
Jersey City, NJ 07302
Fax: 212-428-1243
Contact: Andrew Caditz
Phone: 212-357-6240
Email: Andrew.Caditz@gs.com

Wire Instructions:

ABA #: 021000089
BANK NAME: CITIBANK
CITY: NEW YORK
A/C: 30581483
ENTITY NAME: GOLDMAN SACHS LENDING PARTNERS, LLC
Ref: Lehman from KeyBank
Attn: Bank Loan Operations